

CAPITAL CONNECTION, INC.

417 E-Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Mitzpah, LTD, Inc

C.C. FEE. DISBURSED

____ Capital Express™
____ Art. of Inc. File
____ Corp. Record Search
____ Ltd. Partnership File
____ Foreign Corp. File
____ () Cert. Copy(s) photo

800002158046-3

____ Art. of Amend. File -04/29/97-01053-010
____ Dissolution/Withdrawal *****35.00 *****35.00

____ C U S-
____ Fictitious Name File

____ Name Reservation
____ Annual Report/Reinstatement
____ Reg. Agent Service
____ Document Filing

____ Corporate Kit
____ Vehicle Search
____ Driving Record
____ Document Retrieval

____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval

____ File No.'s, _____ Copies
____ Courier Service
____ Shipping/Handling
____ Phone ()
____ Top Priority
____ Express Mail Prep.
____ FAX () _____ pgs.

SUBTOTALS _____

FEE..... \$ _____

DISBURSED..... \$ _____

SURCHARGE..... \$ _____

TAX on corporate supplies..... \$ _____

SUBTOTAL..... \$ _____

PREPAID..... \$ _____

BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: MITZPAH, LTD., INC.
Ref. Number: N96000000034

We have received your document for MITZPAH, LTD., INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

MENTION OF THE MEMBERS MUST BE MADE IN THE ARTICLES OF AMENDMENT.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00019814

Corrected

STAMP: APR 21 1997
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
MITZPAH, LTD., INC.

97 APR 18 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

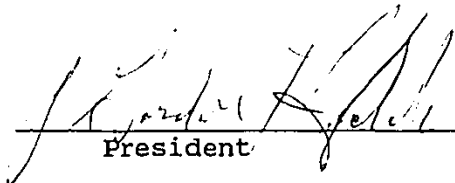
Pursuant to Florida Statutes §607.1006, the articles of incorporation of the above named corporation are hereby amended as follows:

1. That the articles of incorporation of MITZPAH, LTD., INC., are hereby amended by striking Article Five, Paragraph B, in its entirety and substituting the following:

"B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein."

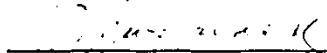
2. The aforesaid amendment was adopted by the directors and the voting members on the 14th day of April, 1997.

IN WITNESS WHEREOF, we the undersigned, have executed these Articles of Amendment this 14th day of April, 1997.



President

Attest:



Secretary

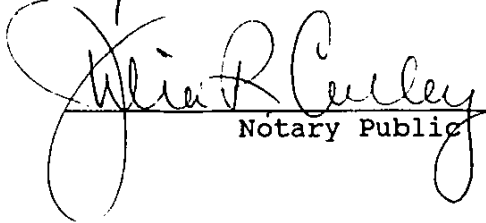
(Corporate Seal)

STATE OF FLORIDA

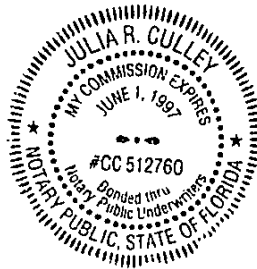
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared J. GORDON HUDAK, as President, and G. LEE HUDAK, as Secretary, of MITZPAH, LTD., INC., a Florida corporation, to me known to be the officers of said corporation, and acknowledged before me that they executed the foregoing Amendment to Articles of Incorporation freely and voluntarily for the purposes therein expressed, and that such is the act and deed of said corporation, and said officers are personally known to me or have produced a _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid, this 17th day of April, 1997.


Notary Public

My Commission Expires:



ACTION BY UNANIMOUS WRITTEN CONSENT OF
DIRECTORS AND MEMBERS

OF

MITZPAH, LTD., INC.
a Florida corporation not for profit

The undersigned, being all of the directors and members of the above named corporation, a Florida corporation not for profit, do hereby unanimously consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting, as permitted by the Florida Statutes.


RESOLVED AS FOLLOWS:

1. That the articles of incorporation of MITZPAH, LTD., INC., be amended by striking Article Five, Paragraph B, in its entirety and substituting the following:

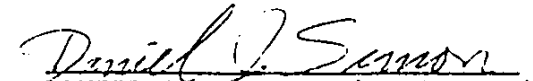
"B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein."

2. That the officers of the corporation be and are hereby authorized and directed to execute Articles of Amendment and such other documents as may be necessary to amend the Articles of Incorporation, and to take such actions as may be necessary to effect such amendment.

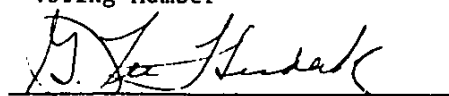
DATE: 4/14/97


J. GORDON HUDAK, Director and
Voting Member

DATE: 7/10/97


DANIEL J. SIMON, Director and
Voting Member

DATE: 4-14-97


G. LEE HUDAK, Director and
Voting Member